Filed this 30th day of Dec, 99

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Secretary of State

STATE OF SOUTH DAKOTA

Statement of Legal Newspaper Ownership and Circulation

Return to: Secretary of State, 500 E. Capitol, Pierre, SD 57501-5077

Joyce Hazeltine

SECRETARY OF STATE

1. TITLE OF NEWSPAPER		2. DATE OF FILING
Black Hills Pioneer		9-25-99
3. FREQUENCY OF ISSUE	3A. NO. OF ISSUES PUBLISHED ANNUALLY	3B. ANNUAL SUBSCRIPTION PRICE
Daily Except Sundays & National Holidays	307	90.00

4. COMPLETE MAILING ADDRESS OF KNOWN OFFICE OF PUBLICATION *(Street, City, County, State and ZIP+4 Code) (Not printers)*
315 Seaton Circle - P.O. Box 7, Spearfish, SD 57783

5. COMPLETE MAILING ADDRESS OF THE HEADQUARTERS OR GENERAL BUSINESS OFFICES OF THE PUBLISHER *(Not printer)*
315 Seaton Circle - P.O. Box 7, Spearfish, SD 57783

6. FULL NAME OF PUBLISHER:
Bill T. Masterson Jr.

7. OWNER *(If owned by a corporation, its name and address must be stated and list on the back of this form the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given.*

FULL NAME	COMPLETE MAILING ADDRESS
Seaton Publishing Co. Inc.	315 Seaton Circle, Spearfish, SD 5778

8. KNOWN BONDHOLDERS, MORTGAGEES, AND OTHER SECURITY HOLDERS OWNING OR HOLDING 1 PERCENT OR MORE OF TOTAL AMOUNT OF BONDS. MORTGAGES OR OTHER SECURITIES *(If there are none, so state. If more space is needed, list on back of this form)*

9. EXTENT AND NATURE OF CIRCULATION *(See instructions on reverse side)*	AVERAGE NO. COPIES EACH ISSUE D PRECEDING 12 MONTHS	ACTUAL NO. COPIES ISSUE NEAREST TO FILING DATE
A. TOTAL NO. COPIES *(Net Press Run)*	4000	4000
B. PAID AND/OR REQUESTED CIRCULATION 1. Sales through dealers and carriers, street vendors and counter sales	3380	3431
2. Mail Subscription *(Paid and or requested)*	223	225
C. TOTAL PAID AND/OR REQUESTED CIRCULATION *(Sum of 10B1 and 10B2)*	3630	3656
D. FREE DISTRIBUTION BY MAIL, CARRIER OR OTHER MEANS	0	0
SAMPLES, COMPLIMENTARY, AND OTHER FREE COPIES	186	186
E. TOTAL DISTRIBUTION *(Sum of C and D)*	3789	3842
F. COPIES NOT DISTRIBUTED 1. Office use, left over, unaccounted, spoiled after printing	211	158
2. Return from News Agents	0	0
G. TOTAL *(Sum of E, F1 and 2 -- should equal net press run shown in A)*	4000	4000

I swear that the statements made by me above are correct and complete.

SIGNATURE AND TITLE OF PUBLISHER, BUSINESS MANAGER OR OWNER
Publisher

State of South Dakota)
:
s
County of Lawrence)

(Seal)

Sworn to before me this 25th day of September, 19 99

Notary Public

My commission expires 10-24-2004

Form: SOS REC 051 01/93